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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER BETWEEN REORGANIZED  
DEBTORS AND SHANGHAI INTEVA AUTOMOTIVE DOOR  
SYSTEMS COMPANY, LTD. DISALLOWING AND EXPUNGING PROOFS  
OF ADMINISTRATIVE EXPENSE CLAIM NUMBERS 19139 AND 19994

(SHANGHAI INTEVA AUTOMOTIVE DOOR SYSTEMS COMPANY, LTD.)

DPH Holdings Corp. and its affiliated reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors") and Shanghai Inteva Automotive Door Systems Company, Ltd. (the "Claimant") respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors And Shanghai Inteva Automotive Door Systems Company, Ltd. Disallowing And Expunging Proofs Of Administrative Expense Claim Numbers 19139 And 19994 (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, former debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on July 15, 2009, the Claimant filed proof of administrative expense claim number 19139 against Delphi which asserts an administrative claim in the amount of \$238,474.30 for goods and services provided by the Claimant to the Debtors ("Claim 19139").

WHEREAS, on October 6, 2009, the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the "Modified Plan"), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors. In connection with the consummation of the Modified Plan, Delphi emerged from chapter 11 as DPH Holdings Corp.

WHEREAS, Article 9.6(a) of the Modified Plan provides that "[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or

otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if any) with respect to all Claims and Interests."

WHEREAS, on November 5, 2009, the Claimant filed proof of administrative expense claim number 19994 against Delphi which asserts an administrative claim in the amount of \$238,274.80 for goods and services provided by the claimant to the Debtors ("Claim 19994" together with Claim 19139, the "Claims").

WHEREAS, on December 21, 2009, the Reorganized Debtors objected to Claim 19139 pursuant to the Reorganized Debtors' Forty-First Omnibus Objection Pursuant To 11 U.S.C. § 503(b) And Fed. R. Bankr. P. 3007 To Expunge Certain (A) Severance Claims And (B) Books And Records Claims Asserting Administrative Expenses (Docket No. 19223) (the "Forty-First Omnibus Claims Objection").

WHEREAS, on January 13, 2010, the Claimant filed Shanghai Inteva Automotive Door Systems Company, Ltd.'s Response To Reorganized Debtors' Forty-First Omnibus Objection Pursuant To 11 U.S.C. § 503(b) And Federal Rule Of Bankruptcy Procedure 3007 To Expunge Certain (A) Severance Claims And (B) Books And Records Claims Asserting Administrative Expenses (Docket No. 19309) (the "First Response").

WHEREAS, on February 12, 2010, the Reorganized Debtors objected to Claim 19994 pursuant to the Reorganized Debtors' Forty-Fifth Omnibus Objection Pursuant To 11 U.S.C. § 503(b) And Fed. R. Bankr. P. 3007 To (I) Expunge Certain Administrative Expense (A) Severance Claims, (B) Books And Records Claims, (C) Duplicate Claims, (D) Pension And Benefit Claims, And (E) Transferred Workers' Compensation Claims, (II) Modify And Allow Certain Administrative Expense Severance Claims, And (III) Allow Certain Administrative Expense Severance Claims (Docket No. 19423) (the "Forty-Fifth Omnibus Claims Objection").

WHEREAS, on March 10, 2010, the Claimant filed Shanghai Inteva Automotive Door Systems Company, Ltd.'s Response To Reorganized Debtors' Forty-Fifth Omnibus Objection Pursuant To 11 U.S.C. § 503(b) And Fed. R. Bankr. P. 3007 To (I) Expunge Certain Administrative Expense (A) Severance Claims, (B) Books And Records Claims, (C) Duplicate Claims, (D) Pension And Benefit Claims, And (E) Transferred Workers' Compensation Claims, (II) Modify And Allow Certain Administrative Expense Severance Claims, And (III) Allow Certain Administrative Expense Severance Claims (Docket No. 19627) (the "Second Response" together with the First Response, the "Responses").

WHEREAS, to resolve the Forty-First Omnibus Claims Objection and the Forty-Fifth Omnibus Claims Objection with respect to the Claims, the Reorganized Debtors and the Claimant entered into this Stipulation, pursuant to which the Reorganized Debtors and the Claimant agreed that the Claims will be disallowed and expunged in their entirety.

NOW, THEREFORE, the Reorganized Debtors and the Claimant stipulate and agree as follows:

1. Claim 19139 shall be disallowed and expunged in its entirety.
2. Claim 19994 shall be disallowed and expunged in its entirety.
3. The Responses are hereby deemed withdrawn with prejudice.

4. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

So Ordered in White Plains, New York, this 15th day of November, 2010

/s/Robert D. Drain  
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND  
APPROVED FOR ENTRY:

/s/ John K. Lyons

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